

ASSIGNMENT PURSUANT TO MERGER OF
BELL TELEPHONE LABORATORIES, INCORPORATED INTO
AMERICAN TELEPHONE AND TELEGRAPH COMPANY

Whereas BELL TELEPHONE LABORATORIES, INCORPORATED, a corporation created under the laws of the State of New York (hereinafter ASSIGNOR), having an office at 600 Mountain Avenue, Murray Hill, New Jersey 07974, U.S.A., is the owner of interests in certain inventions, patents, patent rights, copyrights, trademarks, service marks, mask works, applications therefor, and priority rights arising from said applications and marks;

Whereas the said ASSIGNOR desires to transfer, assign, convey, deliver and vest all of said interests and rights, for all countries, jurisdictions and political entities of the world, to and in AMERICAN TELEPHONE AND TELEGRAPH COMPANY, a corporation created under the laws of the State of New York, having an office at 550 Madison Avenue, New York, New York 10022, U.S.A. (hereinafter ASSIGNEE);

Now, therefore, in consideration of One Dollar (\$1.00) and other valuable consideration, the receipt and adequacy of which are hereby acknowledged, the said ASSIGNOR by these presents, hereby assigns, conveys, transfers and delivers to the said ASSIGNEE, its successors, assigns and legal representatives;

(A) said ASSIGNOR'S entire rights, title and interest for all countries, jurisdictions and political entities of the world, to all said inventions, patents, patent rights, copyrights, copyright renewals, trademarks, service marks, mask works, applications therefor and

renewals thereof, and all the rights and privileges relating thereto including but not limited to the priority rights arising from said applications and marks, extensions or prolongations of terms, the right to recover and take all such proceedings as may be necessary for the recovery of damages or otherwise in respect of past, present and future infringement and dilution, the right to apply for, take and maintain patents on said inventions and applications, and that part of the good will of the business connected with the use of and symbolized by said trademarks and service marks;

OTHER THAN and separate from all said interests enumerated in paragraph (A) above which are vested in the said ASSIGNEE by reason of the operation of law without further act or deed pursuant to the merger of said ASSIGNOR into said ASSIGNEE;

said assignment, conveyance, transfer, delivery and vesting to be effective simultaneous with said merger.

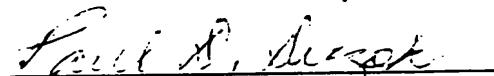
As to said interests enumerated in paragraph (A) above, which are vested by operation of law without further act or deed, their transfer, delivery, conveyance and assignment by operation of law is herewith confirmed and ratified to be effective simultaneous with said vesting and merger.

The ASSIGNOR agrees that, when requested, it will, at all subsequent times without charge to said ASSIGNEE but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for vesting title to said interests enumerated in paragraph (A) above in said ASSIGNEE, its successors, assigns and legal representatives or nominees; including but not

limited to any acts which may be necessary, desirable or convenient for claiming said priority rights and for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in said ASSIGNEE, its successors, assigns and legal representatives or nominees.

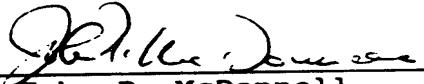
It is hereby certified that the transaction hereby effected does not form part of a larger transaction or series of transactions in respect of which the amount or value or the aggregate amount or value of the consideration exceeds 30,000 Pounds.

Signed at Berkeley Heights, New Jersey, U.S.A. this 11th day of December, 1989.

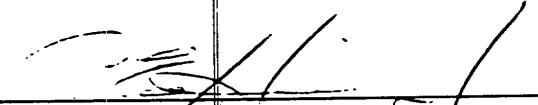


Paul D. Diczok
Corporate Secretary and
General Attorney
BELL TELEPHONE
LABORATORIES, INCORPORATED

Assistant Secretary
BELL TELEPHONE
LABORATORIES, INCORPORATED

Accepted 
By: John P. McDonnell
Corporate Vice President -
Law
AMERICAN TELEPHONE AND
TELEGRAPH COMPANY

Assistant Secretary
AMERICAN TELEPHONE AND
TELEGRAPH COMPANY



State of New Jersey) ss:
County of Union)
On the 11th day of December, 1989, before me came
Paul D. Diczok, to me known, who, being by me duly sworn, did
depose and say that he resides at 39 North Pocono Road,
Mountain Lakes, New Jersey 07046, that he is Corporate
Secretary and General Attorney of BELL TELEPHONE
LABORATORIES, INCORPORATED, the corporation described in and
which executed the foregoing instrument; that he knows the
seal of said corporation; that the seal affixed to said
instrument is such corporate seal; that it was so affixed by
authority of the Board of Directors of said corporation and
that he signed his name thereto by like authority.

Lettitia P. Annis

Notary Public

LETTITIA P. ANNIS
A Notary Public of New Jersey
My Commission Expires May 16, 1990

State of New Jersey) ss:
County of Union)
On the 11th day of December, 1989, before me came
John P. McDonnell, to me known, who, being by me duly sworn,
did depose and say that he resides at 68 Dale Drive, Summit,
New Jersey 07901, that he is Corporate Vice President - Law
of AMERICAN TELEPHONE AND TELEGRAPH COMPANY, the corporation
described in and which executed the foregoing instrument;
that he knows the seal of said corporation; that the seal
affixed to said instrument is such corporate seal; that it
was so affixed by authority of the Board of Directors of said
corporation and that he signed his name thereto by like
authority.

Lettitia P. Annis

Notary Public

LETTITIA P. ANNIS
A Notary Public of New Jersey
My Commission Expires May 16, 1990

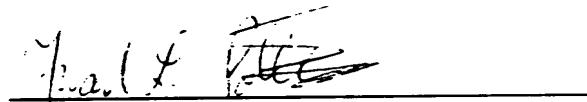
State of New Jersey) ss:
County of Union)

Frank L. Politano, being duly sworn deposes and
says that:

He is an attorney-at-law authorized to practice in
the State of New Jersey

He resides at 139 Spring Ridge Drive, Berkeley
Heights, New Jersey, U.S.A.

On December 11, 1989 he was present with Benjamin
T. Sporn at the signing of the foregoing instrument (entitled
ASSIGNMENT PURSUANT TO MERGER OF BELL TELEPHONE LABORATORIES,
INCORPORATED INTO AMERICAN TELEPHONE AND TELEGRAPH COMPANY)
by Paul D. Diczok as Corporate Secretary and General
Attorney, Bell Telephone Laboratories, Incorporated, and by
John P. McDonnell as Corporate Vice President - Law, American
Telephone and Telegraph Company, and witnessed the signatures
of said Paul D. Diczok and John P. McDonnell to said
instrument.



(SEAL)

Sworn to and subscribed
before me this 11th day
of December 1989.



Notary Public

LETITIA P. ANNIS
A Notary Public of New Jersey
My Commission Expires May 16, 1990